

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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	:
NEW UNITED MOTOR	:
MANUFACTURING, INC.,	:
	:
Plaintiff	:
	:
v.	:
	:
MOTORS LIQUIDATION COMPANY,	:
	:
Defendant.	:
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**ORDER APPROVING
AGREEMENT RESOLVING, AMONG OTHER THINGS, PROOFS OF
CLAIM NOS. 67357, 70191 AND 70842 AND ADVERSARY PROCEEDING NO. 10-05016**

Upon consideration of the motion (the “**Motion**”)¹ of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as post-effective date debtors (collectively, the “**Debtors**”) and the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) for entry of an order approving that certain agreement, dated June 15, 2011, by and among New United Motor Manufacturing, Inc. (“**NUMMI**”), the GUC Trust, and MLC (collectively, the “**Parties**”), a copy of which is attached hereto as **Exhibit “1”** (the “**Settlement Agreement**”); and the Debtors having authority to compromise, settle, or otherwise

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

resolve disputed claims without approval of the Bankruptcy Court pursuant to the Plan; and the Court having considered the Settlement Agreement; and the Court having jurisdiction over this matter; and due notice of the Settlement Agreement having been provided, and no other or further notice being necessary; and the Court having determined that the Settlement Agreement establishes just cause for the relief granted herein; and it further appearing that the terms agreed to in the Settlement Agreement are fair and reasonable; and after due deliberation and due and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED that the terms of the Settlement Agreement are approved in their entirety and are deemed incorporated herein as if set forth in full herein; and it is further

ORDERED that the Court will retain jurisdiction to consider any disputes or other issues that may arise relating to this Order and the Settlement Agreement.

Dated: New York, New York
June 27, 2011

s/ Robert E. Gerber
United States Bankruptcy Judge

EXHIBIT "B"

Settlement Agreement